Highly Confidential

Year 1

Private & Co

Projected Cashflow

	Q4 - 05			Q1 - 06		
	Oct-05	Nov-05	Dec-05	Jan-06	Feb-06	Mar-06
Inventory						
Total Videos views (m)	16	60	123	308	517	775
Video Embed views (m)	2	9	18	44	74	111
Site Video views (m)	14	51	105	264	443	664
Views per day (m)	1	2	4	10	17	26
Page Impressions (m)		90	185	461	775	1,162
Growth rate		275%	105%	150%	68%	50%
Total Bandwidth TB			988	2470	4150	6224
% Domestic Traffic	45%	45%	45%	45%	45%	45%
# of unique viewers (m)	0.1	0.5	1.0	2.6	4.3	6.5
Income						
Revenue Streams						
Banner Ads - Watch Page						
% of inventory sold	0%	0%	0%	**65%**	65%	65%
eRPM	$ -	$ -	$ -	**$ 0.25**	$ 0.25	$ 0.25
Revenue - Banner Ads	0	$ -	$ -	$ 49,969	$ 83,948	$ 125,921
Banner Ads - Results Page						
% of inventory sold	0%	0%	0%	**55%**	55%	55%
eRPM	$ -	$ -	$ -	**$ 0.25**	$ 0.25	$ 0.25
Revenue - Banner Ads	$ -	$ -	$ -	$ 42,281	$ 71,033	$ 106,549
Pre-roll (partner content)						
% of inventory sold	0%	0%	0%	0%	0%	0%
eRPM	$ -	$ -	$ -	$ -	$ -	$ -
Revenue - Pre-roll	$ -	$ -	$ -	$ -	$ -	$ -
Embed Text Ads						
% of inventory sold	0%	0%	0%	0%	0%	0%
eRPM	$ -	**$ 0.20**	$ 0.20	$ 0.20	$ 0.20	$ 0.20
Revenue - Embeds	$ -	$ -	$ -	$ -	$ -	$ -
Promoted Videos						
% of inventory sold	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
eRPM	$ 2.00	**$ 2.00**	$ 2.00	$ 2.00	$ 2.00	$ 2.00

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Confidential

Q2 - 06			Q3 - 06			Q4 - 06		
Apr-06	May-06	Jun-06	Jul-06	Aug-06	Sep-06	Oct-06	Nov-06	Dec-06
1,065	1,257	1,427	1,571	1,691	1,787	1,863	1,923	1,969
152	180	204	224	242	255	266	275	281
913	1,078	1,223	1,347	1,449	1,532	1,597	1,648	1,688
36	42	48	52	56	60	62	64	66
1,598	1,886	2,141	2,357	2,536	2,681	2,795	2,885	2,954
38%	18%	14%	10%	8%	6%	4%	3%	2%
8559	10099	11462	12623	13582	14355	14968	15448	15819
45%	45%	45%	45%	45%	45%	45%	45%	45%
8.9	10.5	11.9	13.1	14.1	14.9	15.5	16.0	16.4
65%	65%	65%	65%	65%	65%	65%	65%	65%
$ 0.25	$ 0.25	**$ 0.50**	$ 0.95	**$ 0.75**	$ 0.75	$ 0.75	**$ 1.00**	$ 1.00
$ 173,142	$ 204,307	$ 463,777	$ 970,396	$ 824,278	$ 871,223	$ 908,438	$ 1,250,054	$ 1,280,089
55%	55%	55%	55%	55%	55%	55%	55%	55%
$ 0.25	$ 0.25	**$ 0.50**	$ 0.50	**$ 0.75**	$ 0.75	$ 0.75	**$ 1.00**	$ 1.00
$ 146,505	$ 172,875	$ 392,427	$ 432,160	$ 697,466	$ 737,189	$ 768,678	$ 1,057,738	$ 1,083,152
0%	0%	1%	1%	1%	1%	1%	1%	1%
$ -	$ -	**$ 7.00**	$ 7.00	$ 7.00	$ 7.00	$ 7.00	$ 7.00	$ 7.00
$ -	$ -	$ 85,620	$ 94,290	$ 101,450	$ 107,227	$ 111,808	$ 115,390	$ 118,162
0%	**0%**	0%	0%	0%	0%	0%	0%	0%
$ 0.20	$ 0.20	$ 0.20	$ 0.20	$ 0.20	$ 0.20	$ 0.20	$ 0.20	$ 0.20
$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
0.00%	0.00%	0.00%	**0.50%**	0.50%	0.50%	0.50%	0.50%	0.50%
$ 2.00	$ 2.00	$ 2.00	$ 2.00	$ 2.00	$ 2.00	$ 2.00	$ 2.00	$ 2.00

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Private & Confidential

	Q4-05	FY-05	Q1-06	Q2-06	Q3-06	Q4-06	FY-06
	199		1,599	3,750	5,049	5,756	16,154
	28		228	536	721	822	2,308
	171		1,371	3,214	4,328	4,934	13,846
	2		18	42	56	64	179
	275		2,399	5,625	7,574	8,634	24,231
	190%		89%	23%	8%	23%	36%
	988		12,844	30,120	40,560	46,235	129,759
	45%		45%	45%	45%	45%	45%
	1.03		6.5	11.9	14.9	16.4	16.4
	0%		65%	65%	65%	65%	65%
	$ -		$ 0.25	$ 0.33	$ 0.82	$ 0.92	$ 0.58
	$ -		$ 259,838	$ 841,226	$ 2,665,898	$ 3,438,581	$ 7,205,542
	0%		55%	55%	55%	55%	55%
	$ -		$ 0.25	$ 0.33	$ 0.67	$ 0.92	$ 0.54
	$ -		$ 219,863	$ 711,807	$ 1,866,815	$ 2,909,568	$ 5,708,053
	0%		0%	0%	1%	1%	1%
	$ -		$ -	$ 2.33	$ 7.00	$ 7.00	$ 4.08
	$ -		$ -	$ 85,620	$ 302,967	$ 345,359	$ 733,946
	0%		0%	0%	0%	0%	0%
	$ 0.13		$ 0.20	$ 0.20	$ 0.20	$ 0.20	$ 0.20
	$ -		$ -	$ -	$ -	$ -	$ -
	0%		0%	0%	1%	1%	0%
	$ 2.00		$ 2.00	$ 2.00	$ 2.00	$ 2.00	$ 2.00

G00001-05920390

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Revenue - Promo Videos	$ -	$ -	$ -	$ -	$ -	$ -
Revenue	$ -	$ -	$ 15,000	$ 92,250	$ 154,980	$ 232,470
Cost of Revenue						
ServerBeach						
# of machines			136	136	296	296
Base Cost ($250/machine)				$ 34,000	$ 74,000	$ 74,000
ServerBeach Bandwidth (TB)			988	2470	4150	4668
Total SB Cost	$ 5,333	$ 87,395	$ 167,724	$ 532,268	$ 911,091	$ 1,015,727
Rackspace		$ 20,430	$ 45,578	$ 70,000	$ 70,000	$ 70,000
Data Center						
Data Center Bandwidth (TB/Month)						1556
Tbits/Day						414.96
Mbits/Hr						18129879.04
Mbits/Sec						5036.08
Peak Mbits/Sec (30% greater)						6546.90
Data Center Bandwidth (Mbits/s)						5036.08
Cage/Power						$ 44,000
Fiber						$ 13,000
Bandwidth Cost						$ 75,541
Total Data Center Costs	`					$ 132,541
Cost of Revenue	$ 5,333	$ 107,825	$ 213,302	$ 602,268	$ 981,091	$ 1,218,268
Gross Margin	$ (5,333)	$ (107,825)	$ (198,302)	$ (510,018)	$ (826,111)	$ (985,798)
Gross Margin %					-533.0%	-424.1%
eRPM	$ -	$ -	$ 0.12	$ 0.30	$ 0.30	$ 0.30
Cost per 1000 video views	$ 0.33	$ 1.80	$ 1.73	$ 1.96	$ 1.90	$ 1.57
Gross Margin eRPM	$ (0.33)	$ (1.80)	$ (1.61)	$ (1.66)	$ (1.60)	$ (1.27)
Op Ex CPM	$ (4.97)	$ (3.36)	$ (1.73)	$ (1.03)	$ (1.81)	$ (0.55)
Breakeven CPM Target	$ (5.30)	$ (5.16)	$ (3.46)	$ (2.99)	$ (3.71)	$ (2.12)
Staff Costs						
CEO	1	1	1	1	1	1
Engineering						
CTO	1	1	1	1	1	1
Engineers	3	5	5	9	9	9
Program Manager		1	1	1	1	1

GOOGL-05920391

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$ -	$ -	$ -	$ 13,470	$ 14,493	$ 15,318	$ 15,973	$ 16,484	$ 16,880	
$ 319,646	$ 377,183	$ 941,825	$ 1,510,316	$ 1,637,687	$ 1,730,958	$ 1,804,896	$ 2,439,666	$ 2,498,284	
296	296	296	296	296	296	296	296	296	
$ 74,000	$ 74,000	$ 74,000	$ 74,000	$ 74,000	$ 74,000	$ 74,000	$ 74,000	$ 74,000	
888	888	888	888	888	888	888	888	888	
$ 253,134	$ 253,134	$ 253,134	$ 253,134	$ 253,134	$ 253,134	$ 253,134	$ 253,134	$ 253,134	
$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	
7671	9211	10574	11735	12694	13467	14080	14560	14931	
2045.48	2456.29	2819.86	3129.34	3384.96	3591.23	3754.75	3882.62	3981.60	
89368384.85	107316965.10	123201458.62	136723133.73	147891192.27	156903292.01	164047317.24	169634203.11	173958604.17	
24824.55	29810.27	34222.63	37978.65	41080.89	43584.25	45568.70	47120.61	48321.83	
32271.92	38753.35	44489.42	49372.24	53405.15	56659.52	59239.31	61256.80	62818.38	
24824.55	29810.27	34222.63	37978.65	41080.89	43584.25	45568.70	47120.61	48321.83	
$ 44,000	$ 44,000	$ 44,000	$ 44,000	$ 44,000	$ 44,000	$ 44,000	$ 44,000	$ 44,000	
$ 13,000	$ 13,000	$ 13,000	$ 13,000	$ 13,000	$ 13,000	$ 13,000	$ 13,000	$ 13,000	
$ 372,368	$ 447,154	$ 513,339	$ 569,680	$ 616,213	$ 653,764	$ 683,530	$ 706,809	$ 724,828	
$ 429,368	$ 504,154	$ 570,339	$ 626,680	$ 673,213	$ 710,764	$ 740,530	$ 763,809	$ 781,828	
$ 682,503	$ 757,288	$ 823,474	$ 879,814	$ 926,348	$ 963,898	$ 993,665	$ 1,016,944	$ 1,034,962	
$ (362,856)	$ (380,106)	$ 118,351	$ 630,502	$ 711,339	$ 767,060	$ 811,231	$ 1,422,722	$ 1,463,322	
-113.5%	-100.8%	12.6%	41.7%	43.4%	44.3%	44.9%	58.3%	58.6%	
$ 0.30	$ 0.30	$ 0.66	$ 0.96	$ 0.97	$ 0.97	$ 0.97	$ 1.27	$ 1.27	
$ 0.64	$ 0.60	$ 0.58	$ 0.56	$ 0.55	$ 0.54	$ 0.53	$ 0.53	$ 0.53	
$ (0.34)	$ (0.30)	$ 0.08	$ 0.40	$ 0.42	$ 0.43	$ 0.44	$ 0.74	$ 0.74	
$ (0.39)	$ (0.34)	$ (0.32)	$ (0.30)	$ (0.64)	$ (0.26)	$ (0.27)	$ (0.25)	$ (0.25)	
$ (1.03)	$ (0.94)	$ (0.89)	$ (0.86)	$ (1.19)	$ (0.80)	$ (0.80)	$ (0.78)	$ (0.77)	
1	1	1	1	1	1	1	1	1	
1	1	1	1	1	1	1	1	1	
9	9	9	10	10	10	11	11	11	
2	2	2	2	2	2	2	2	2	

GOOOO1-05920392

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	$ -		$ -	$ -	$ 43,281	$ 49,337	$ 92,618
$ 29,979,404	$ 15,000		$ 479,700	$ 1,638,654	$ 4,878,961	$ 6,742,845	$ 13,740,160
	136		296	296	296	296	296
	$ -		$ 182,000	$ 222,000	$ 222,000	$ 222,000	$ 848,000
	988		11,288	2,664	2,664	2,664	19,280
	$ 260,452		$ 2,459,085	$ 759,403	$ 759,403	$ 759,403	$ 4,737,296
	$ 66,008		$ 210,000	$ -	$ -	$ -	$ 210,000
	$ -		$ 44,000	$ 132,000	$ 132,000	$ 132,000	$ 440,000
	$ -		$ 13,000	$ 39,000	$ 39,000	$ 39,000	$ 130,000
	$ -		$ 75,541	$ 1,332,862	$ 1,839,657	$ 2,115,167	$ 5,363,227
	$ -		$ 132,541	$ 1,503,862	$ 2,010,657	$ 2,286,167	$ 5,933,227
	$ 326,460	#REF!	$ 2,801,627	$ 2,263,265	$ 2,770,060	$ 3,045,571	$ 10,880,522
	$ (311,460)	#REF!	$ (2,321,927)	$ (624,611)	$ 2,108,901	$ 3,697,275	$ 2,859,637
		#REF!	-484.0%	-38.1%	43.2%	54.8%	20.8%
	$ 0.12		$ 0.30	$ 0.66	$ 0.97	$ 1.27	$ 1.27
	$ 1.73		$ 1.57	$ 0.58	$ 0.54	$ 0.53	$ 0.53
	$ (1.61)		$ (1.27)	$ 0.08	$ 0.43	$ 0.74	$ 0.74
	$ (1.73)		$ (0.55)	$ (0.32)	$ (0.26)	$ (0.25)	$ (0.25)
	$ (3.46)		$ (2.12)	$ (0.89)	$ (0.80)	$ (0.77)	$ (0.77)
	1		1	1	1	1	1
	1		1	1	1	1	1
	5		9	9	10	11	11
	1		1	2	2	2	2

GOOOO1-05920393

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IT		1	1	2	2	2
Biz Dev						
VP Biz Dev			1	1	1	1
Biz Dev	1	1	1	1	2	2
Product Mgmt						
Design	1	1	2	2	2	3
Product manager			1	1	1	2
Sales & Marketing						
VP Sales					1	1
Dir Sales						
Public Relations					1	1
G&A						
Office Manager		1	1	1	1	1
Reception/Assistant					1	1
Community Manager				1	1	1
Accountant						
Total	7	12	15	21	25	27
Headcount by Department						
Engineering	4	8	8	13	13	13
Biz Dev	1	1	2	2	3	3
Product Management	1	1	3	3	3	5
Sales and Marketing	0	0	0	0	2	2
G&A	1	2	2	3	4	4
Total	7	12	15	21	25	27
Assumptions						
Ave monthly salary	8000	8000	8000	8000	8500	8500
Benefit % of salary	15%	15%	15%	25%	25%	25%
Expenses						
General & Administrative						

GOOOO1-05920394

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2	2	2	2	2	2	2	2	2
1	1	1	1	1	1	1	1	1
2	2	2	2	2	2	2	2	2
3	3	3	3	3	3	3	3	3
2	2	2	2	2	2	2	2	2
1	1	1	1	1	1	1	1	1
	1	1	2	2	2	3	3	3
1	1	1	1	1	1	1	1	1
1	1	1	1	1	1	1	1	1
1	1	1	1	1	1	1	1	1
1	1	1	1	1	1	1	1	1
1	1	1	1	1	1	1	1	1
29	30	30	32	32	32	34	34	34

14	14	14	15	15	15	16	16	16
3	3	3	3	3	3	3	3	3
5	5	5	5	5	5	5	5	5
2	3	3	4	4	4	5	5	5
5	5	5	5	5	5	5	5	5
29	30	30	32	32	32	34	34	34

8500	8500	8500	9000	9000	9000	9000	9000	9000
25%	25%	25%	25%	25%	25%	25%	25%	25%

G00001-05920395

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	1	2	2	2	2	2
	1	1	1	1	1	1
	1	2	2	2	2	2
	2	3	3	3	3	3
	1	2	2	2	2	2
	0	1	1	1	1	1
	0	0	1	2	3	3
	1	1	1	1	1	1
	0	1	1	1	1	1
	0	1	1	1	1	1
	15	27	30	32	34	34
	8	13	14	15	16	16
	2	3	3	3	3	3
	3	5	5	5	5	5
	0	2	3	4	5	5
	2	4	5	5	5	5
	15	27	30	32	34	34
	8000	8500	9000	9000	9000	
	15%	25%	25%	25%	25%	

G00001-05920396

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Salary	$ 56,000	$ 96,000	$ 120,000	$ 168,000	$ 212,500	$ 229,500
Benefits	$ 8,400	$ 14,400	$ 18,000	$ 42,000	$ 53,125	$ 57,375
Rent		$ 10,576	$ 10,576	$ 10,576	$ 10,576	$ 10,576
Executive Recruitment						$ 30,000
Intern	$ 600	$ 600	$ 600	$ 1,200	$ 1,200	$ 1,200
Professional & Legal Fees	$ 7,500	$ 7,500	$ 15,000	$ 15,000	$ 15,000	$ 15,000
Patents/Legal		$ 4,500	$ 4,500	$ 10,000	$ 10,000	$ 10,000
Business Insurance						
Travel	$ -	$ -	$ 2,500	$ 5,000	$ 5,000	$ 5,000
Office Expenses	$ 7,000	$ 7,000	$ 7,000	$ 10,000	$ 10,000	$ 10,000
Sales & Marketing						
Marketing		$ 8,000	$ 8,000	$ 8,000	$ 10,000	$ 10,000
Public Relations		$ 12,000	$ 12,000	$ 12,000	$ -	$ -
Research & Development						
Lab Equipment						
Computer/Software - EE		$ 25,000	$ 15,000	$ 30,000	$ 20,000	$ 10,000
Equipment Loan Payments					$ 28,212	$ 28,212
Total Op Ex	$ 79,500	$ 185,576	$ 213,176	$ 311,776	$ 375,613	$ 416,863
OpEx / Person	$ 11,357	$ 15,465	$ 14,212	$ 14,846	$ 15,025	$ 15,439
Expenses by Category						
General & Administrative	$ 79,500	$ 140,576	$ 178,176	$ 261,776	$ 317,401	$ 368,651
Sales & Marketing	$ -	$ 20,000	$ 20,000	$ 20,000	$ 10,000	$ 10,000
Research & Development	$ -	$ 25,000	$ 15,000	$ 30,000	$ 48,212	$ 38,212
Total Operating Expenses	$ 79,500	$ 185,576	$ 213,176	$ 311,776	$ 375,613	$ 416,863
Other Income						
Interest Income		$ 5,809	$ 5,293	$ 4,608	$ 3,230	$ 1,215
Net Gain/Loss	$ (84,833)	$ (287,592)	$ (406,185)	$ (817,186)	$ (1,198,494)	$ (1,401,446)
Cap X						
Furniture		$ 10,000				
Lease Deposit		$ 7,500				
Data Center					$ 555,000	

GOOOO1-05920397

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$ 246,500	$ 255,000	$ 255,000	$ 288,000	$ 288,000	$ 288,000	$ 306,000	$ 306,000	$ 306,000
$ 61,625	$ 63,750	$ 63,750	$ 72,000	$ 72,000	$ 72,000	$ 76,500	$ 76,500	$ 76,500
$ 10,576	$ 10,576	$ 10,576	$ 10,576	$ 10,576	$ 10,576	$ 10,576	$ 10,576	$ 10,576
		$ 30,000						
$ 1,200	$ 1,200	$ 1,200	$ 1,200	$ 1,200	$ 1,200	$ 1,200	$ 1,200	$ 1,200
$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,000
$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000
$ 5,000	$ 5,000	$ 5,000	$ 5,000	$ 5,000	$ 5,000	$ 5,000	$ 5,000	$ 5,000
$ 10,000	10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000
$ 10,000	10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000
$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
-				$ -				
$ 10,000	$ 5,000	$ -	$ 10,000	$ -	$ -	$ 10,000	$ -	$ -
$ 28,212	$ 28,212	$ 28,212	$ 28,212	$ 28,212	$ 28,212	$ 28,212	$ 28,212	$ 28,212
$ 408,113	$ 413,738	$ 438,738	$ 459,988	$ 449,988	$ 449,988	$ 482,488	$ 472,488	$ 472,488
$ 14,073	$ 13,791	$ 14,625	$ 14,375	$ 14,062	$ 14,062	$ 14,191	$ 13,897	$ 13,897
$ 359,901	$ 370,526	$ 400,526	$ 411,776	$ 411,776	$ 411,776	$ 434,276	$ 434,276	$ 434,276
$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000
$ 38,212	$ 33,212	$ 28,212	$ 38,212	$ 28,212	$ 28,212	$ 38,212	$ 28,212	$ 28,212
$ 408,113	$ 413,738	$ 438,738	$ 459,988	$ 449,988	$ 449,988	$ 482,488	$ 472,488	$ 472,488
$ (1,137)	$ (2,441)	$ (3,784)	$ (4,341)	$ (4,081)	$ (3,669)	$ (3,163)	$ (2,637)	$ (1,075)
$ (772,106)	$ (796,284)	$ (324,171)	$ 166,173	$ 257,270	$ 313,403	$ 325,580	$ 947,597	$ 989,759
				$ 615,000				

GOO001-05920398

Highly Confidential

$ 272,000	$ 610,000	$ 756,500	$ 864,000	$ 918,000	$ 3,148,500
$ 40,800	$ 152,500	$ 189,125	$ 216,000	$ 229,500	$ 787,125
$ 21,152	$ 31,728	$ 31,728	$ 31,728	$ 31,728	$ 126,910
$ -	$ 30,000	$ 30,000	$ -	$ -	$ 60,000
$ 1,800	$ 3,600	$ 3,600	$ 3,600	$ 3,600	$ 14,400
$ 30,000	$ 45,000	$ 45,000	$ 45,000	$ 45,000	$ 180,000
$ 9,000	$ 30,000	$ 30,000	$ 30,000	$ 30,000	$ 120,000
$ 2,500	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 60,000
$ 21,000	$ 30,000	$ 30,000	$ 30,000	$ 30,000	$ 120,000
$ 16,000	$ 28,000	$ 30,000	$ 30,000	$ 30,000	$ 118,000
$ 24,000	$ 12,000	$ -	$ -	$ -	$ 12,000
$ -	$ -	$ -	$ -	$ -	$ -
$ 40,000	$ 60,000	$ 15,000	$ 10,000	$ 10,000	$ 95,000
$ -	$ 56,424	$ 84,636	$ 84,636	$ 84,636	$ 310,332
$ 478,252	$ 1,104,252	$ 1,260,589	$ 1,359,964	$ 1,427,464	$ 5,152,267
$ 398,252	$ 947,828	$ 1,130,953	$ 1,235,328	$ 1,302,828	$ 4,616,935
$ 40,000	$ 40,000	$ 30,000	$ 30,000	$ 30,000	$ 130,000
$ 40,000	$ 116,424	$ 99,636	$ 94,636	$ 94,636	$ 405,332
$ 478,252	$ 1,104,252	$ 1,260,589	$ 1,359,964	$ 1,427,464	$ 5,152,267
$ 11,101	$ 9,053	$ (7,362)	$ (12,091)	$ (6,875)	$ (17,275)
$ (778,611)	#REF!	$ (3,417,125)	$ (1,892,562)	$ 736,846	$ 2,262,936	$ (2,309,906)
$ 10,000	$ 10,000	$ -	$ -	$ -	$ 10,000
$ 7,500	$ 7,500	$ -	$ -	$ -	$ 7,500
$ -	$ 555,000	$ -	$ 615,000	$ -	$ 1,170,000

GOOOO1-05920399

Highly Confidential

Website	$ -	$ 4,500	$ 4,500	$ 10,000	$ 10,000	$ 10,000
Sub Total - Cap X	$ -	$ 22,000	$ 4,500	$ 10,000	$ 565,000	$ 10,000
Running Cap X		$ 22,000	$ 26,500	$ 36,500	$ 601,500	$ 611,500
Depreciation		$ 611	$ 736	$ 1,014	$ 16,708	$ 16,986
Gross Burn (excluding rev & CGS)	$ (79,500)	$ (201,767)	$ (212,383)	$ (317,168)	$ (937,383)	$ (425,648)
Funding / Debt	$ 3,570,000				$ 555,000	
Cash Balance	$ 3,485,167	$ 3,175,575	$ 2,764,889	$ 1,937,704	$ 729,210	$ (682,236)
Employee Related Expenses			#REF!	#REF!	#REF!	#REF!
HC			15	21	25	27
Avg cost per employee			#REF!	#REF!	#REF!	#REF!

GOOOO1-05920400

Highly Confidential

$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000
$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 625,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000	$ 10,000
$ 621,500	$ 631,500	$ 641,500	$ 651,500	$ 1,276,500	$ 1,286,500	$ 1,296,500	$ 1,306,500	$ 1,316,500	
$ 17,264	$ 17,542	$ 17,819	$ 18,097	$ 35,458	$ 35,736	$ 36,014	$ 36,292	$ 36,569	
$ (419,250)	$ (426,178)	$ (452,522)	$ (474,329)	$ (1,079,069)	$ (463,657)	$ (495,651)	$ (485,125)	$ (483,562)	
				$ 615,000					
$ (1,464,342)	$ (2,270,627)	$ (2,604,798)	$ (2,448,625)	$ (2,201,355)	$ (1,897,952)	$ (1,582,372)	$ (644,775)	$ 334,984	

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GOO001-05920401

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$ 9,000	$ 30,000	$ 30,000	$ 30,000	$ 30,000	$ 120,000
$ 26,500	$ 585,000	$ 30,000	$ 645,000	$ 30,000	$ 1,290,000
$ 1,347	$ 34,708	$ 52,625	$ 89,292	$ 108,875	$ 285,500
$ (493,651)	$ (1,680,199)	$ (1,297,951)	$ (2,017,055)	$ (1,464,339)	$ (6,459,543)
$ 3,570,000	$ 555,000	$ -	$ 615,000	$ -	$ 1,170,000
$ 2,764,889	$ (682,236)	$ (2,604,798)	$ (1,897,952)	$ 334,984	$ 334,984

GOO001-05920402

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Cell: A6
Comment: Brent Hurley:
Chad Hurley
Steve Chen

Cell: A12
Comment: Brent Hurley:
Based on December 2005 actual results

Cell: A16
Comment: Brent Hurley:
Chris Maxcy

Cell: I42
Comment: Brent Hurley:
2yr commitment to push 3TB/machine per month

Cell: A43
Comment: Brent Hurley:
Assumed that 6% of traffic goes to CDNs at $.15/GB rate, while all other traffic is billed at $.20/GB rate

GOO001-05920403

Highly Confidential

Assumptions

	per month	per year
Average Salary (Oct 05)	$ 8,000	$ 96,000
Average Salary (Nov 05)	$ 8,125	$ 97,500
Average Salary (Dec 05)	$ 8,250	$ 99,000
Average Salary (Jan 06)	$ 8,500	$ 102,000
Average Salary (Feb 06)	$ 8,500	$ 102,000
Average Salary (Mar 06)	$ 8,500	$ 102,000

Benefits (pre 7/1/05)	0.15	
Benefits (post 7/1/05)	0.25	
Equipment	10000	per HC (all inclusive)
Office Expense	200	per HC per month
Employee Morale	200	$50/ week per HC
Equipment - new employees	5000	
Interest Rate	0.02	

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Waterfall - Video Views and Revenue

Video views (m)	Oct-05 Forecast	Nov-05 Forecast	Dec-05 Forecast	Jan-06 Forecast	Feb-06 Forecast	Mar-06 Forecast
Sep-05	15	30	54	81	109	138
Oct-05	16	30	54	81	109	138
Nov-05		60	108	162	219	276
Dec-05			123	308	517	775
Jan-06						
Feb-06						
Mar-06						
Apr-06						
May-06						
Jun-06						
Jul-06						
Aug-06						
Sep-06						
Oct-06						
Nov-06						
Dec-06						
Cumulative Views (m)	16	76	199	199	199	199

Revenue	Oct-05 Forecast	Nov-05 Forecast	Dec-05 Forecast	Jan-06 Forecast	Feb-06 Forecast	Mar-06 Forecast
Sep-05	0	0	0	121,500	164,025	207,082
Oct-05	0	0	0	121,500	164,025	207,082
Nov-05		0	0	243,000	328,050	414,163
Dec-05			14,969	92,250	154,980	232,470
Jan-06						
Feb-06						
Mar-06						

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Apr-06 Forecast	May-06 Forecast	Jun-06 Forecast	Jul-06 Forecast	Aug-06 Forecast	Sep-06 Forecast	Oct-06 Forecast	Nov-06 Forecast	Dec-06 Forecast	
									Act+Frcst
165	190	211	228	242	254	263	269	275	2,524
165	190	211	228	242	254	263	269	275	2,525
330	379	421	456	485	507	525	539	550	5,034
1065	1257	1427	1571	1691	1787	1863	1923	1969	16,353
									199
									199
									199
									199
									199
									199
									199
									199
									199
									199
									199
									199
199	199	199	199	199	199	199	199	199	

Apr-06 Forecast	May-06 Forecast	Jun-06 Forecast	Jul-06 Forecast	Aug-06 Forecast	Sep-06 Forecast	Oct-06 Forecast	Nov-06 Forecast	Dec-06 Forecast	
									Act+Frcst
247,851	284,447	315,948	342,189	363,505	380,488	393,820	404,169	412,136	3,637,160
247,851	284,447	315,948	342,189	363,505	380,488	393,820	404,169	412,136	3,637,160
495,701	568,895	631,896	684,379	727,010	760,976	787,640	808,339	824,271	7,274,320
319,646	377,183	941,825	1,510,316	1,637,687	1,730,958	1,804,896	2,439,666	2,498,284	13,755,129
									14,969
									14,969
									14,969

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Apr-06						
May-06						
Jun-06						
Jul-06						
Aug-06						
Sep-06						
Oct-06						
Nov-06						
Dec-06						
Cumulative Revenue	0	0	14,969	14,969	14,969	14,969

GOOOO1-05920407

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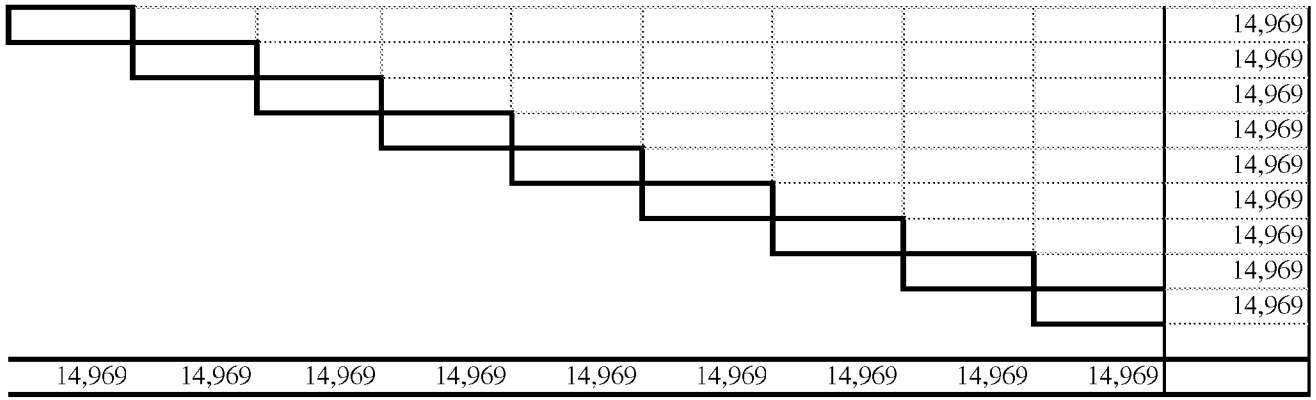
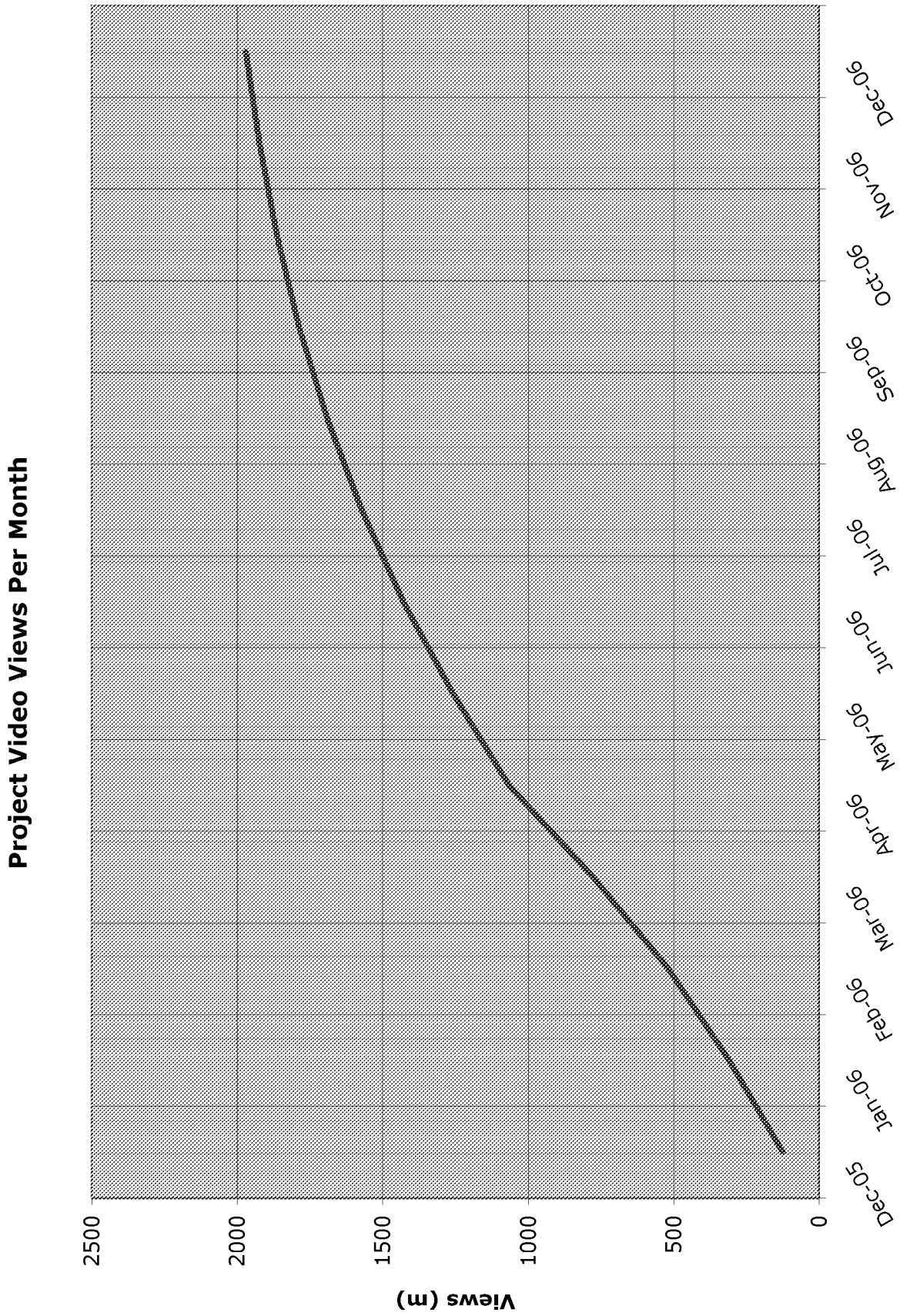


GOOOO1-05920408


Project Video Views Per Month
Views (m)
2500
2000
1500
1000
500
0
Dec-05
Jan-06
Feb-06
Mar-06
Apr-06
May-06
Jun-06
Jul-06
Aug-06
Sep-06
Oct-06
Nov-06
Dec-06

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Statement of Operations	Q4 - 05					
	Oct-05 Forecast	Nov-05 Forecast	Dec-05 Forecast	Oct-05 Actual HC	Jan-05 Forecast	Jan-05 Forecast HC
Revenue	#REF!	#REF!	#REF!			
Cost of Revenue	#REF!	#REF!	#REF!			
Gross Margin	#REF!	#REF!	#REF!			
Gross Margin %	#REF!	#REF!	#REF!			
Operating Expenses						
General & Administrative	$ 79,500	$ 140,576	$ 178,176			
Sales & Marketing	$ -	$ 20,000	$ 20,000			
Research & Development	$ -	$ 25,000	$ 15,000			
Total Operating Expenses	$ 79,500	$ 185,576	$ 213,176			
Interest Income	$ -	$ 5,809	$ 5,293			
Net Gain/Loss	#REF!	#REF!	#REF!			

GOOGLE-05920410

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YouTube Balance Sheet

	November 30, 2005	December 31, 2005
Current Assets		
Company Cash	$ 3,485,167	$ 3,175,575
FBO Cash		
Accounts Receivable		
Prepaid expenses and other current assets		
Total current assets	$ 3,485,167	$ 3,175,575
Property & Equipment, net	$ -	$ 22,000
Other Assets		
Total assets	$ 3,485,167	$ 3,197,575
Current Liabilities		
Accounts payable		
Accrued expenses	$ 79,500	$ 185,576
Deferred revenue		
Total liabilities	$ 79,500	$ 185,576
Stockholders' Equity		
Preferred stock		
Common stock		
Accumulated deficit		
Year to date net loss		
Total stockholders' equity	$ -	$ -
Total liabilities and stockholders' equity	$ 79,500	$ 185,576

GOOGLE-05920411

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

Balance Sheet

ASSETS

Current Assets

Checking/Savings

1000 · Checking - SVB
1001 · Checking (Old)
1010 · Money Market

Total Checking/Savings

Accounts Receivable

1200 · Accounts Receivable

Total Accounts Receivable

Other Current Assets

1500 · Prepaid Expenses

Total 1500 · Prepaid Expenses

Total Other Current Assets

Total Current Assets

Fixed Assets

1600 · Fixed Assets

1610 · Computer Equipment
1620 · Office Equipment
1630 · Furniture and Fixtures

Total 1600 · Fixed Assets

Total Fixed Assets

Other Assets

1800 · Deposits and Intangible Assets

1810 · Deposits

Total 1800 · Deposits and Intangible Assets

Total Other Assets

GOO001-05920412

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

Balance Sheet

ASSETS

- **Current Assets**
  - **Checking/Savings**
    - **1000 · Checking - SVB**
    - **1001 · Checking (Old)**
    - **1010 · Money Market**
  - **Total Checking/Savings**
  - **Accounts Receivable**
    - **1200 · Accounts Receivable**
  - **Total Accounts Receivable**
  - **Other Current Assets**
    - **1500 · Prepaid Expenses**
      - **1510 · Prepa**
      - **1580 · Prepa**
      - **1590 · Other**
    - **Total 1500 · Prepaid Expenses**
  - **Total Other Current Assets**
- **Total Current Assets**
- **Fixed Assets**
  - **1600 · Fixed Assets**
    - **1610 · Computer Equipment**
    - **1620 · Office Equipment**
    - **1630 · Furniture and Fixtures**
  - **Total 1600 · Fixed Assets**
- **Total Fixed Assets**
- **Other Assets**
  - **1800 · Deposits and Intangible Assets**
    - **1810 · Deposits**
  - **Total 1800 · Deposits and Intangible Assets**
- **Total Other Assets**

GOO001-05920413

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

Balance Sheet

ASSETS

Current Assets

Checking/Savings

1000 · Checking - SVB
1001 · Checking (Old)
1010 · Money Market

Total Checking/Savings

Accounts Receivable

1200 · Accounts Receivable

Total Accounts Receivable

Other Current Assets

1500 · Prepaid Expenses

1510 · Prepa
1580 · Prepa
1590 · Other

Total 1500 · Prepaid Expenses

Total Other Current Assets

Total Current Assets

Fixed Assets

1600 · Fixed Assets

1610 · Computer Equipment
1620 · Office Equipment
1630 · Furniture and Fixtures

Total 1600 · Fixed Assets

Total Fixed Assets

Other Assets

1800 · Deposits and Intangible Assets

1810 · Deposits

Total 1800 · Deposits and Intangible Assets

Total Other Assets

GOO001-05920414

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

Balance Sheet

ASSETS

Current Assets

Checking/Savings

1000 · Checking - SVB
1001 · Checking (Old)
1010 · Money Market

Total Checking/Savings

Accounts Receivable

1200 · Accounts Receivable

Total Accounts Receivable

Other Current Assets

1500 · Prepaid Expenses

1510 · Prepa
1580 · Prepa
1590 · Other

Total 1500 · Prepaid Expenses

Total Other Current Assets

Total Current Assets

Fixed Assets

1600 · Fixed Assets

1610 · Computer Equipment
1620 · Office Equipment
1630 · Furniture and Fixtures

Total 1600 · Fixed Assets

Total Fixed Assets

Other Assets

1800 · Deposits and Intangible Assets

1810 · Deposits

Total 1800 · Deposits and Intangible Assets

Total Other Assets

GOO001-05920415

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

TOTAL ASSETS
LIABILITIES & EQUITY
Liabilities
Current Liabilities
Accounts Payable
Total Accounts Payable
Other Current Liabilities
Total Other Current Liabilities
Total Current Liabilities
Total Liabilities
Equity
3000 · Series A
3010 · Series A Issuance Cost
3000 · Series A - Other
Total 3000 · Series A
3900 · Retained Earnings
Net Income
Total Equity
TOTAL LIABILITIES & EQUITY

GOO001-05920416

YouTube, Inc.
Balance Sheet
As of January 25, 2006

TOTAL ASSETS				
LIABILITIES & EQUITY				
	Liabilities			
		Current Liabilities		
			Accounts Payable	
				2000 · Accou
			Total Accounts Payable	
			Other Current Liabilities	
				2300 · Accru
				Total 2300 ·
			Total Other Current Liabilities	
		Total Current Liabilities		
	Total Liabilities			
	Equity			
		3000 · Series A		
			3010 · Series A Issuance Cost	
			3000 · Series A - Other	
		Total 3000 · Series A		
		3900 · Retained Earnings		
		Net Income		
	Total Equity			
TOTAL LIABILITIES & EQUITY				

Highly Confidential

GOOOO1-05920417

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

TOTAL ASSETS
LIABILITIES & EQUITY
Liabilities
Current Liabilities
Accounts Payable
2000 · Accou
Total Accounts Payable
Other Current Liabilities
2300 · Accru
Total 2300 ·
Total Other Current Liabilities
Total Current Liabilities
Total Liabilities
Equity
3000 · Series A
3010 · Series A Issuance Cost
3000 · Series A - Other
Total 3000 · Series A
3900 · Retained Earnings
Net Income
Total Equity
TOTAL LIABILITIES & EQUITY

GOOOO1-05920418

YouTube, Inc.
Balance Sheet
As of January 25, 2006

Highly Confidential

TOTAL ASSETS
LIABILITIES & EQUITY
Liabilities
Current Liabilities
Accounts Payable
2000 · Accou
Total Accounts Payable
Other Current Liabilities
2300 · Accru
Total 2300 ·
Total Other Current Liabilities
Total Current Liabilities
Total Liabilities
Equity
3000 · Series A
3010 · Series A Issuance Cost
3000 · Series A - Other
Total 3000 · Series A
3900 · Retained Earnings
Net Income
Total Equity
TOTAL LIABILITIES & EQUITY

GOOOO1-05920419